



ANTHONY J BARTON  
ASSISTANT VICE PRESIDENT - FINANCE

**TTX COMPANY**  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE (312) 984-3824  
FAX (312) 984-3855

September 7, 2007

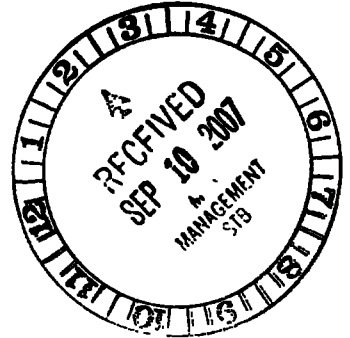
**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

RECORDATION NO. 27154 FILED

SEP 09 '07 -4 0 5 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement dated as of August 3, 2007.

This Agreement is a primary document.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Seller: Kasgro Rail Corporation (Manufacturer)  
40 Furnance Street  
New Castle, Pennsylvania 16101

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
81'8" flat cars for uni- level rack service.	FA	100	GTTX	891001-891100

Mr. Vernon A. Williams  
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Enclosed is our check in the amount of \$35.00 to cover filing fees.

There are no prior recordations pertaining to this Agreement.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement covering 100, 81'8" flat cars  
for unilevel rack service; GTTX, numbered 891001-891100."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, reading "Anthony J. Barton". The signature is fluid and cursive, with a long horizontal line extending from the end of the name.

Enclosures

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## MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of August 3, 2007, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Kasgro Rail Corporation, a Pennsylvania corporation, with an address at 40 Furnance Street, New Castle, Pennsylvania 16101 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of August 3, 2007 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

KASGRO RAIL CORPORATION

By: 

Vice President

TTX COMPANY

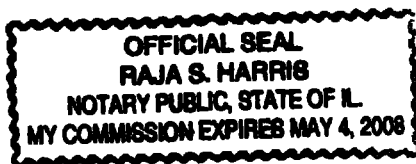
By: 

Vice President and Chief Financial Officer

[illegible]

On this 31<sup>st</sup> day of AUGUST, 2007, before me personally appears KEN HEYDORN, to me personally known, who by me duly sworn, says that he is KEN HEYDORN of Kasgro Rail Corporation (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



(SEAL)

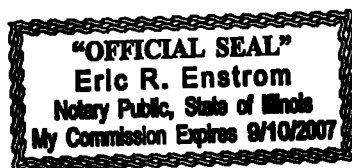
Notary Public

**My Commission expires:**

[illegible]

On this 5<sup>th</sup> day of SEPTEMBER, 2007 before me personally appears Kathleen M. Savard, to me personally known, who by me duly sworn, says that she is the Vice President and Chief Financial Officer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

**IN WITNESS WHEREOF, I have hereunto set my hand and official seal.**



(SEAL)

Eric R. Eustice  
Notary Public

**My Commission expires:**

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
DATED AUGUST 3, 2007**

**TTX Contract T-2007-K  
KASGRO Lot# 1125**

**EQUIPMENT**

100 GTTX Cars marked 891001 through 891100 (both inclusive).